

# CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870  
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
 TOLL FREE No. 1-800-342-8062  
 FAX (904) 222-1222

NAME \_\_\_\_\_  
 FIRM \_\_\_\_\_  
 ADDRESS \_\_\_\_\_  
 \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
 One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Mailer No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

FILED  
 97 FEB 17 PM 12:55  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

AL FEB 17 1997

REQUEST TAKEN CONFIRMED APPROVED  
 DATE 2/17/97  
 TIME 9:40  
 BY [Signature] CK No. \_\_\_\_\_

WALK-IN  
 Will Pick Up \_\_\_\_\_

RE: Omni Ventures, Inc.

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> ( ) Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
Name Reservation	02/17/97-01049-010	
Annual Report/Reinstatement	****122.50 ****122.50	
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ( )		
Top Priority		
Express Mail Prep.		
FAX ( ) pgs.		

SUBTOTALS

FEE.....  
 DISBURSED.....  
 SURCHARGE.....  
 TAX on corporate supplies.....  
 SUBTOTAL.....  
 PREPAID.....  
 BALANCE DUE.....

Please remit invoice number with payment  
 TERMS: NET 10 DAYS FROM INVOICE DATE  
 1 1/2% per month on Past Due Amounts  
 Past 30 Days, 18% per Annum.

THANK YOU  
 from  
 Your Capital Connection

ARTICLES OF INCORPORATION  
OF  
OMNI VENTURES, INC.

FILED

97 FEB 17 PM 12:55

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLE I

NAME

The name of this Corporation is: OMNI VENTURES, INC.

ARTICLE II

DURATION

The term of existence of the Corporation is perpetual.

ARTICLE III

PURPOSE

The purpose for which the Corporation is organized is the transaction for any and all lawful business for which Corporation may be incorporated under the General Corporation Act of the State of Florida. These shall include but not be limited to, the power to sue and be sued, complain and defend in its corporate name in all actions and proceedings, and to have a Corporate Seal. The Corporation may also purchase, take, receive, lease or otherwise acquire, own, hold, improve, use or otherwise deal in or with real or personal property or any interest therein wherever situated. It shall have the power to sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of any

or all of its property, franchise and income. It may conduct its business, carry on its operations, and have officers and exercise the powers granted by this act within and without the State of Florida.

It may elect and/or appoint officers and agents and define their duties and fix their compensation. It may take and alter by-laws in any way consistent with these Articles of Incorporation and the laws of the State for the administration and regulations of the affairs of the Corporation. The Corporation shall have the power to make donations to the public welfare or for charitable, scientific or educational purposes. It shall have the power to transact any lawful business which the Board of Directors shall find to be in aid of Government Policy. The Corporation shall further have the power to pay pensions and establish pension plans, and other incentive plans for any and all of its Directors, Officers and Employees and for any and all of the Directors, Officers and Employees of its subsidiaries. It may be a promoter, incorporator, general partner, limited partner, member, associate or manager of any corporation, partnership, limited partnership, joint venture, trust or enterprise. The Corporation shall have the further power to purchase, take, receive, subscribe for, or otherwise acquire, own, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in and with shares or

other interest in or obligations of other individuals, including the direct and indirect obligations to the United States or any government, state, territory or other governmental body. The Corporation shall have the power to have and to exercise all powers necessary or convenient to effect its purpose.

#### **ARTICLE IV**

##### **CAPITAL STOCK**

The aggregate number of shares which the Corporation has the authority to issue is one hundred shares, all of which shall be common shares with par value of \$1.00.

#### **ARTICLE V**

##### **PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### **ARTICLE VI**

##### **INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial corporate officer of this Corporation is

934 N. University Drive; Suite 145, Coral Springs, Florida 33071. The registered office of this Corporation is 934 N. University Drive, Suite 145, Coral Springs, Florida 33071.

The name of the initial registered agent of this Corporation at that address is: ROBERT W. COVENTRY, JR.

#### ARTICLE VII

#### DIRECTORS

This Corporation shall initially have four (4) directors. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one (1). The name and address of the initial directors of this Corporation are:

##### PRESIDENT:

ROBERT W. COVENTRY, JR.  
934 N. University Drive, Suite 145  
Coral Springs, Florida 33071

##### VICE PRESIDENT:

VINCENT FRANCIS COSTABILE  
934 N. University Drive, Suite 145  
Coral Springs, Florida 33071

##### TREASURER:

BARBARA ANNE COVENTRY  
934 N. University Drive, Suite 145  
Coral Springs, Florida 33071

**SECRETARY:**

ANNEMARIE COSTABILE  
934 N. University Drive, Suite 145  
Coral Springs, Florida 33071

**ARTICLE VIII**

**INCORPORATOR**

The name and address of the incorporator is:

ROBERT W. COVENTRY, JR.  
934 N. University Drive, Suite 145  
Coral Springs, Florida 33071

**ARTICLE IX**

**OFFICERS**

The initial officer of the Corporation shall be:

ROBERT W. COVENTRY, JR.

**ARTICLE X**

**COMMENCEMENT OF EXISTENCE**

The Corporation shall be deemed to commence its existence on:

Upon receipt of the Secretary of State.


**ARTICLE XI**

**AMENDMENT**

This Corporation reserves the right to amend or repeal any provisions contained in this Articles of Incorporation, to any amendment hereto, and any

rights conferred upon the stockholders are subject to this reservation.

IN WITNESS WHEREOF, I have subscribed my name this 13 day of  
February, 1997.

  
ROBERT W. COVENTRY, JR.

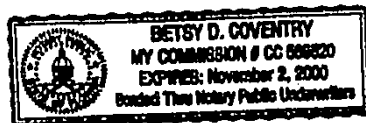
STATE OF FLORIDA  
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, this day personally  
appeared ROBERT W. COVENTRY, JR., who being first duly sworn, deposes and  
says that he has read the foregoing and that the said statements contained  
therein are true to the best of his knowledge and belief.

Sworn to and subscribed before me this 13 day of February, 1997.

  
NOTARY PUBLIC

My Commission Expires:



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ACCEPTANCE OF REGISTERED AGENT

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HAVING BEEN NAMED to accept service of process for the above stated Corporation, at the place designed in Article VI of these Articles of Incorporation, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the complete discharge at its duties.

DATED this 13 day of February, 1997.

  
ROBERT W. COVENTRY, JR.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA